

Sharon L. Burr
Deputy General Counsel

Dominion Resources Services, Inc.
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December 22, 2010

Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F. Street, N.E.
Washington, D.C. 20549

By electronic transmission to shareholderproposals@sec.gov

Re: Dominion Resources, Inc.; Omission of Shareholder Proposal Under
SEC Rule 14a-8; Proposal of Ms. Pamela Morgan

Ladies and Gentlemen:

This letter respectfully requests that the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "SEC") advise Dominion Resources, Inc., a Virginia corporation ("Dominion" or the "Company"), that it will not recommend any enforcement action to the SEC if Dominion omits from its proxy statement and proxy to be filed and distributed in connection with its 2011 annual meeting of shareholders (collectively, the "Proxy Materials") a proposal dated November 29, 2010 (the "Proposal") from Ms. Pamela Morgan (Ms. Morgan or the "Proponent").

In accordance with Staff Legal Bulletin No. 14D (November 7, 2008), Dominion is submitting electronically (i) this letter, which outlines Dominion's reasons for excluding the Proposal from the Proxy Materials, (ii) Ms. Morgan's letter to Dominion dated November 29, 2010, setting forth the Proposal, attached as Exhibit A to this letter and (iii) Dominion's letter to the Proponent dated December 7, 2010, attached as Exhibit B to this letter.

A copy of this letter is simultaneously being sent by overnight mail to Ms. Morgan. The Company anticipates that its Proxy Materials will be available for mailing on or about March 24, 2011. We respectfully request that the Staff, to the extent possible, advise the Company with respect to the Proposal consistent with this timing.

The Company agrees to forward promptly to Ms. Morgan any response from the Staff to this no-action request that the Staff transmits by e-mail or facsimile to the Company only.

I. THE PROPOSAL

The Proposal reads as follows:

Resolution: The shareholders request that Dominion Resources initiate a program to provide financing to home and small business owners for installation of rooftop solar or wind power renewable generation, by 2013. This program would be designed to earn a profit for Dominion Resources.

Ms. Morgan submitted the Proposal by letter dated November 29, 2010 (see Exhibit A).

II. BASIS FOR EXCLUDING THE PROPOSAL

The Company believes that the Proposal may be properly excluded from the Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal deals with matters relating to the ordinary business operations of the Company.

III. DISCUSSION

A. Introduction

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company's "ordinary business operations." According to the SEC release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" refers to matters that are not necessarily "ordinary" in the common meaning of the word, but instead the term "is rooted in the corporate law concept of providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In the 1998 Release, the SEC stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified two "central considerations" for the ordinary business exclusion. The first was that certain tasks were "so fundamental to management's ability to run a company on a day-to-day basis" that they could not be subject to direct shareholder oversight. The second consideration related to "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment."

Dominion is one of the nation's largest producers and transporters of energy, with a portfolio of more than 27,500 megawatts of generation, 12,000 miles of natural gas transmission, gathering and storage pipeline and 6,000 miles of electric transmission lines. Dominion operates the nation's largest natural gas storage system with 942 billion cubic feet of storage capacity and serves retail energy customers in 12 states. Dominion regularly engages in transaction with its retail energy customers, including financial transactions.

B. The Proposal may be excluded from the Proxy Materials under Rule 14a-8(i)(7) because it relates to the Company's ordinary business transactions with customers.

The Proposal asks the Company to provide financing to home and small business owners for installation of rooftop solar or wind power renewable generation. Decisions to engage in financial transactions with customers, including the extension of financing to customers, are part of the Company's day-to-day ordinary business operations.

Currently Dominion is a party to numerous financial transactions with its customers. Several of these programs are described below.

- EnergyShare — Dominion assists those customers facing financial hardship through its EnergyShare fuel assistance program which provides heating and/or cooling assistance. Dominion makes a financial contribution to the program each year.
- Green Power — Dominion offers Virginia residential, commercial and industrial customers the option of supporting the purchase of renewable energy through their monthly electric bills. Customers can now direct Dominion to purchase certified renewable energy certificates for power produced by wind, solar, biomass or hydropower and add the cost to their monthly charges.
- Smart Cooling Rewards — Customers receive a cash incentive to allow Dominion to cycle their air conditioning system on and off during periods of peak demand.
- HVAC Rewards — Customers who replace an existing electric HVAC system with a higher efficiency model receive a rebate from Dominion.
- Lighting Rewards — Customers who update existing lighting systems with more energy-efficient ones receive a rebate from Dominion based on a per-fixture rate.
- Easy Pay Program — Dominion offers its customers the opportunity to purchase generators and certain other products from one of Dominion's subsidiaries and to pay for the items in either 4, 12 or 24 equal monthly payments depending on the item purchased.

The Staff has agreed that decisions regarding the provision of particular products and services to particular types of customers involve day-to-day business operations. Recently the Staff has concurred that a proposal requesting the adoption of policies to bar the financing of companies engaged in mountaintop removal coal mining could be excluded because it dealt with ordinary business operations. *See JPMorgan Chase & Co.* (March 12, 2010) ("*JPMorgan*"); *Bank of America Corporation* (February 24, 2010) ("*Bank of America*"). Both companies received similar proposals which requested, among other things, the companies to assess the adoption of a policy barring financing to

a specific group of companies. Each argued that the proposals related to their ordinary, day-to-day business operations — the particular financial products and services they offer. The Staff stated that proposals concerning customer relations or the sale of particular services are generally excludable under Rule 14a-8(i)(7).

Like the JPMorgan and Bank of America proposals, the Proposal deals with a decision on the part of the Company to provide financing to a particular type of customer. Therefore, the Proposal should be excluded from the Proxy Materials under Rule 14a-8(i)(7) because it deals with the day-to-day operations of the Company.

C. The Proposal may be excluded from the Proxy Materials under Rule 14a-8(i)(7) because it seeks to “micro-manage” the Company.

As expressly stated in the 1998 Release and most state corporate laws, a company’s management and the board of directors are best situated to resolve ordinary business problems and decisions. Likewise, proposals which potentially provide shareholders with the ability to second-guess management’s decisions regarding ordinary business issues constitute an attempt to micro-manage the Company and interfere with the day-to-day conduct of ordinary business operations.

The Staff has repeatedly recognized that the policies that a company applies in making lending decisions are particularly complex and therefore shareholders are generally not in a position to make an informed judgment regarding these policies. *See BankAmerica Corporation* (March 23, 1992) (omission of a proposal dealing with the extension of credit and decisions and policies regarding the extension of credit); *Mirage Resorts, Inc.* (February 18, 1997) (relating to business relationships and extension of credit). In *Banc One Corporation* (February 25, 1993), for instance, the Staff permitted the company to exclude a proposal that asked the bank to adopt procedures that would consider the effect on customers of credit application rejection. The Staff allowed the company to exclude the proposal that addressed credit policies, loan underwriting and customer relationships, which are all within a company’s ordinary business operations.

As with these proposals, the Proposal addresses Dominion’s complex financing policies and customer relationships. Providing financing to home and small business owners for the installation of rooftop solar or wind power renewable generation should be viewed no differently than the extension of credit through loans or other financial products. Therefore, the Proposal should be excluded from the Proxy Materials as it seeks to micro-manage the Company.

D. Regardless of whether the Proposal involves a significant policy issue, the Proposal is excludable as relating to ordinary business matters.

Staff Legal Bulletin No. 14E (CF) (October 27, 2009) provides that proposals generally will not be excludable if the underlying subject matter transcends the day-to-day business of the company and raises policy issues so significant that it would be appropriate for a shareholder vote. The Company does not believe the Proposal deals with a significant policy issue of the type that is excluded from the scope of Rule 14a-8(i)(7).

The Staff has found that some recent environmental proposals do transcend ordinary business operations. See *Exxon Mobil Corp.* (March 23, 2007) (adopt quantitative goals for reducing greenhouse gas emissions); *Exxon Mobil Corp.* (March 12, 2007) (request for policy to increase renewable energy sources globally and with the goal of achieving between 15% and 25% of its energy sourcing between 2015 and 2025); *General Electric Co.* (January 31, 2007) (report on global warming). However, the Proposal does not involve any of these issues. Rather it involves the decision to provide financing to home and small business owners for the installation of rooftop solar or wind power renewable generation. It is important to note that the mere fact that a proposal may be tied to a social policy issue does not mean that Rule 14a-8(i)(7) does not apply. The Staff has consistently concurred that a proposal may be excluded in its entirety when it addresses ordinary business matters, even if it also touches upon a significant social policy issue.

As discussed above, the Staff has recently allowed proposals requesting companies to adopt a policy to bar the financing of particular types of customers to be excluded even though the proposals were tied to a significant policy issue (mountaintop removal coal mining). The Staff stated that the proposals addressed matters beyond the environmental impact of companies' project finance decisions, such as decisions to extend credit or provide other financial services to particular types of customers. See *JPMorgan and Bank of America*.


The Company acknowledges that while shareholder proposals may contain important social policy issues, the Company's ordinary business of entering into financial transactions with its customers should not be used as the Proponent's tool to address those issues. Shareholders should not be delegated management's authority to determine what financing should be offered to the Company's home and small business customers.

Since the focus of the Proposal is an ordinary business operation of the Company (financing transactions with customers), not a significant policy issue, it should be excluded from the Proxy Materials.

IV. CONCLUSION

For the reasons stated above, we believe that the Proposal should be properly excluded from the Proxy Materials. We would be happy to provide you with any additional information and answer any questions that you may have regarding the subject. Please do not hesitate to call me at (804) 819-2171 if we may be of further assistance in this matter.

Sincerely,


Sharon L. Burr
Deputy General Counsel

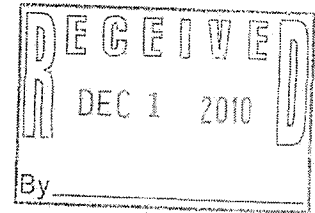
Attachments

cc w/ attach: Ms. Carter Reid
Ms. Karen Doggett
Ms. Pamela Morgan
Ms. Ruth McElroy Amundsen

Pamela Morgan

*** FISMA & OMB Memorandum M-07-16 ***

November 29, 2010



Carter M. Reid
Vice President - Governance & Corporate Secretary
Dominion Resources, Inc.
120 Tredegar Street
Richmond, Virginia 23219

Dear Ms. Reid,

Attached please find a shareholder resolution I hereby submit for inclusion in the 2011 proxy statement for the 2011 shareholders' meeting. I am submitting this in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act.

I am a current stockholder in Dominion Resources, with over \$2000 in shares. I intend to hold the shares past the date of the 2011 shareholders' meeting. Verification of ownership is enclosed.

I authorize Ruth McElroy Amundsen of Norfolk Virginia to be my representative for any discussion of this matter. I believe you already have her contact information. She will attend the stockholders' meeting to move this resolution as required.

Thank you for your time and attention.

Sincerely,


Pamela Morgan

Resolution: The shareholders request that Dominion Resources initiate a program to provide financing to home and small business owners for installation of rooftop solar or wind power renewable generation, by 2013. This program would be designed to earn a profit for Dominion Resources.

Rationale: Much of the energy from a coal-fired plant is wasted in inefficiency and transmission losses, in addition to the energy spent in mining and hauling the coal. By transitioning to locally-produced power at the customer's site, those production and transmission losses are eliminated, as are all the other negative effects of coal-fired electricity, such as mountaintop removal mining, coal sludge, fly ash disposal, and coal plant production of CO₂ and other pollutants.

Currently, Dominion is making no profit from the customers who are transitioning to be renewable energy generators (by installing solar photovoltaic systems or residential windmills), and their numbers are increasing, as more information becomes available about the many advantages of renewable energy, and the detrimental effects of coal. By financing the production of rooftop solar, Dominion could boost the renewable energy numbers in Virginia, as well as profit from both the financing and collection and sale of renewable energy credits.

Dominion could choose to only finance a portion of each installation: for example, the home or business owner could absorb 50% of the cost of installation, since they will receive the 30% federal tax credit. Dominion could finance the remaining 50%, and be repaid through the customer's electrical savings (or, the customer could be charged directly for the generated electricity until the system was paid off).

Job creation would be boosted as local contractors would benefit from the installation work. If 10% of Virginia households accepted this offer from Dominion (unlikely, but possible), that would be about 330,000 homes. At roughly \$7,000 (50% of a nominal solar installation) per home, Dominion would make a \$2.3 billion investment -- costly, but not unthinkable given what Dominion spends on other generating facilities. And, Dominion would realize an immediate benefit not just from the interest paid by those customers it was financing, but also from the mitigation of peak demand. These rooftop systems would be very beneficial in terms of decreasing demand at the peak periods; in the hot summer afternoons when demand is highest, the solar systems would be producing at their peak. This would make it possible for Dominion to avoid starting up some of the oldest facilities (worst in terms of CO₂ and other pollutants) that are only used at the highest peak periods.

Encouraging renewables would enhance Dominion's image as a good corporate citizen, and would help Dominion achieve two important espoused corporate goals -- stewardship of the environment, and meeting the Virginia renewable energy portfolio standard, as well as mitigating peak power demand and thus allowing retirement of the dirtiest power plants.

H



ACTIVITY STATEMENT

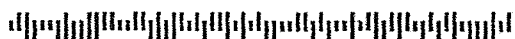
INVESTMENT COUPON		
Account ID PAM MORGAN 02	Account Number FISMA & OMB Memorandum M-07-16	Amount to be Invested
Please see reverse side of this form for important information about investing through Dominion Direct.		Make your check payable to Dominion Resources Inc. Please note: A \$2 service fee will be deducted from your investment.

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PAM MORGAN

*** FISMA & OMB Memorandum M-07-16 ***

USE THIS ADDRESS FOR INVESTMENTS ONLY

P O BOX 27232
RICHMOND VA 23261-7232



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ACTIVITY DETAIL

Account Number: FISMA & OMB Memorandum M-07-16		Dominion Cusip Number: 25746U109			Statement Date: 10/20/2010		
Date	Transaction	Price/Share	Amount	Tax Withheld	Fee	Net Amount	Shares this Transaction
10/20/2010	CASH DRAFT	\$44.9290	\$50.00	\$0.00	\$2.00	\$48.00	1.0684
Certificate Shares		DRS Shares		Dominion Direct Shares		Total Shares	
0		0		100.7099		100.7099	

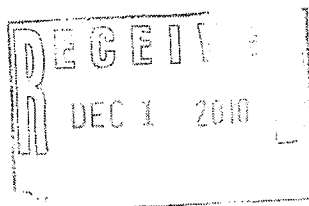
ATTENTION:

If you use a bill payment service to invest in Dominion stock please update your bill payment account with the following account number: FISMA & OMB Memorandum M-07-16

If you hold Dominion stock certificates and want to sell these shares you must send us the certificate along with the completed Withdrawal Form.

Please see reverse side of this statement for additional important information or to change your address.

WITHDRAWAL FORM FOR DOMINION DIRECT		Statement Date	10/20/2010	Account Value as of Statement Date	\$4,524.80
		Price Per Share	\$44.9290	Y-T-D Purchase fees	\$20.00
		Dividend Rate	\$0.4575	Y-T-D Commission	\$0.24
		Last Record Date	08/27/2010		
Mark one:		880317004	PAM MORGAN 02		
<input type="checkbox"/> Sell _____ shares at current Market Price. (To continue in Dominion Direct, five(5) shares must remain in your account.)					
<input type="checkbox"/> Sell all shares at current market price, close my Dominion Direct account and mail proceeds to me.					
<input type="checkbox"/> Issue a certificate for _____ shares.					
<input type="checkbox"/> Issue a certificate for all whole shares, sell any fractional share and close my Dominion Direct account. (This option will cancel participation in the reinvestment plan.)					
Signature	Date				
Signature (if joint account)	Date				
Daytime Phone Number:					



P O Box 26092
Richmond VA 23260-6092

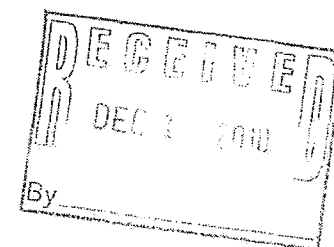
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Ruth Amundsen

** FLSMA & OMB Memorandum M-07-16 ***

Carter M. Reid
Vice President - Governance & Corporate Secretary
Dominion Resources, Inc.
120 Tredegar Street
Richmond, Virginia 23219





Apply



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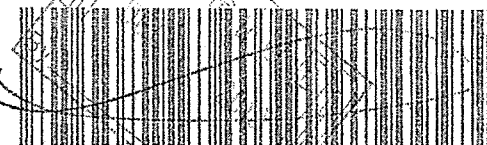
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Page 12 redacted for the following reason:

*** FISMA & OMB Memorandum M-07-16 ***



December 7, 2010

Sent via Overnight Mail

Ms. Pamela Morgan

*** FISMA & OMB Memorandum M-07-16 ***

Dear Ms. Morgan:

This letter confirms receipt on December 1, 2010 of the shareholder proposal you submitted for consideration at Dominion Resources, Inc.'s 2011 Annual Meeting of Shareholders.

Sincerely,

Karen W. Doggett
Director—Governance

cc: Ruth McElroy Amundsen (via electronic mail)

Karen Doggett (Services - 6)

From: Karen Doggett (Services - 6)
Sent: Wednesday, December 08, 2010 1:28 PM
To: 'Ruth McElroy Amundsen'
Subject: Shareholder Proposal - Dominion Resources, Inc.
Attachments: P Morgan response.pdf

Dear Ruth,

Please find attached Dominion Resources, Inc. letter regarding the shareholder proposal that Ms. Pamela Morgan has submitted for consideration at Dominion Resources, Inc.'s 2011 Annual Meeting of Shareholders. A copy of Ms. Morgan's letter is being sent to you, as you have been designated by Ms. Morgan as her representative on this matter.

With regards,

Karen

Karen W. Doggett
Director - Governance
Dominion Resources Services, Inc.
120 Tredegar Street
Richmond, Virginia 23219
(804) 819-2123/8-738-2123
karen.doggett@dom.com